

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF OKLAHOMA

IN RE:

ATOKA COUNTY HEALTHCARE AUTHORITY,

Debtor.

Case No. 17-80016
(Chapter 9)

**DEBTOR'S MOTION FOR AN ORDER APPROVING STIPULATION
AUTHORIZING DEBTOR'S USE OF COLLATERAL AND GRANTING
LIMITED STAY RELIEF AND ADEQUATE PROTECTION, WITH BRIEF**

Atoka County Healthcare Authority ("Debtor"), moves this Court for an Order approving a Stipulation – entered among Debtor and UMB Bank, National Association as indenture trustee ("Bond Trustee") for the Debtor's Hospital Revenue Bonds, Series 2007 (the "Bonds") – permitting the Debtor's continued use of certain revenues in return for adequate protection. In support of this Motion, Debtor states as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper under 28 U.S.C. §§ 1408 and 1409.

2. 11 U.S.C. §§ 105(a), 361, 506, 922, and 928 are the statutory predicates for the relief requested.

BACKGROUND

3. Debtor filed its Chapter 9 voluntary petition on January 10, 2017.

Debtor's Operations:

4. The Debtor is a public trust that operates Atoka County Medical Center located in Atoka, Oklahoma (the "Hospital").

5. The Court previously determined that Debtor is a “health care business” as set forth under 11 U.S.C. § 101(27A), and ordered the appointment of a Patient Care Ombudsman at Debtor’s request. (See, Doc. # 22).

Debtor’s Bond Debt:

6. In addition to service-generated revenues (the “Service Revenues”), the Hospital receives funds from Atoka County under a \$0.01 County sales tax (the “County Sales Tax”).

7. The Debtor’s senior debt obligations include the Bonds, proceeds of which were used to build and otherwise acquire the Hospital.

8. As of the Petition Date, the Debtor’s obligations with respect to the Bonds (the “Bond Claim”) include: (i) outstanding principal in the amount of \$8,835,000; (ii) accrued and unpaid interest on the Bonds; and (iii) costs and expenses of the Bond Trustee, including costs and expenses of the Bond Trustee’s counsel and other professionals, in each case determined in accordance with the Bond Documents, and as allowed under the Bankruptcy Code.

9. The Bond Documents list various assets as security for the Bonds, including (i) the real and personal property comprising the Hospital (the “Project Collateral”), and (ii) the Debtor’s gross revenues and rights in a one-percent county sales tax (the “Special Revenues Collateral,” and collectively with the Project Collateral, the “Bond Collateral”).

10. The Debtor continues to have an immediate and critical need to use the Bond Collateral to operate the Hospital in order to avoid irreparable harm to the Debtor and the community it serves.

11. The Debtor's continued use of the Bond Collateral is also in the best interest of creditors and parties in interest.

Debtor's Stipulation with the Bond Trustee:

12. Debtor and the Bond Trustee have entered into a Stipulation Regarding Use of Collateral and Adequate Protection (the "Stipulation"), a copy of which is attached hereto as **Exhibit A**.

13. Pursuant to this Stipulation, the Debtor is authorized to use Project Collateral for all ordinary and necessary expenditures within the meaning of 11 U.S.C. § 928(b). However, the Bond Trustee reserves the right to challenge the status of any expense as a "necessary operating expense," while the Debtor reserves the right to contest any such a challenge.

14. As consideration for the use of the Bond Collateral, Debtor will, without further application or order and subject to its need for necessary operating expenses, make adequate protection payments to the Bond Trustee of all interest, principal, and other expenses (including fees and expenses of the Bond Trustee's professionals) at the times, on the terms and in the amounts set forth in the Bond Documents, and as approved by the Bankruptcy Court. Debtor believes that given the Bond Trustee's consent to the use of its collateral in the terms of the Stipulation, making its normal monthly payments

under the Bond Documents, together with the other relief specified by the Stipulation, constitutes adequate protection.

15. As further adequate protection, the Bond Trustee shall have an administrative expense claim under §§ 922(c) and 503(b), to the extent that Bond Trustee has a claim arising from the stay of action against property.

16. The specified term of the Stipulation is 60 days from the date of the entry of an Order approving the Stipulation. However, the parties have agreed that the Stipulation may be continued, by either another definite time period, or indefinitely, as the parties may agree, through the filing of a “Joint Notice of Continuation”.

17. The Stipulation also calls for the vacation and modification of the automatic stay imposed by virtue of Section 362 of the Bankruptcy Code for related purposes.

18. Lastly, the Stipulation expressly and fully reserves the arguments of the parties of any kind or nature, except the amount of the Bond Debt, without prejudice to their assertion and argument at a future date.

RELIEF REQUESTED

19. By this Motion, the Debtor seeks entry of an Order approving the Stipulation.

20. Further, the Debtor requests that the Court’s Order approving the Stipulation and vacate and modify the automatic stay imposed by virtue of Section 362 of the Bankruptcy Code, including insofar as necessary to permit the Bond Trustee to receive adequate protection payments from the Debtor related to the Bond debt.

21. Finally, the Debtor requests that the Court's Order approving the Stipulation also provide that the Stipulation may be continued, by either a definite time period or indefinitely as the parties may agree, by the filing of a "Notice of Continuation".

22. A proposed Order granting this Motion is attached as **Exhibit B**.

BRIEF

23. 11 U.S.C. § 552 describes the effect bankruptcy on pre-petition secured liens. Generally, § 552 prevents pre-petition liens from attaching to post-petition property acquired by the estate or by the debtor.

24. 11 U.S.C. § 901 makes § 552 applicable to Chapter 9; however, § 522's applicability to "special revenues" - which are defined in § 902(2) - is severely curtailed by § 928, which states in full:

(a) Notwithstanding section 552(a) of this title and subject to subsection (b) of this section, special revenues acquired by the debtor after the commencement of the case shall remain subject to any lien resulting from any security agreement entered into by the debtor before the commencement of the case.

(b) Any such lien on special revenues, other than municipal betterment assessments, derived from a project or system shall be subject to the necessary operating expenses of such project or system, as the case may be.

25. The concept of providing adequate protection to creditors secured by "special revenues," is brought into Chapter 9 through § 922, as well as §901(a)'s inclusion of § 361.

26. Under the terms of the Stipulation, the Bond Trustee has consented to Debtor's ongoing use of the Project Collateral in return for the protections of §§ 361, 922, and 928, which are provided for in the Stipulation.

CONCLUSION

In light of the above, the Debtor requests that the Court enter its Order approving the Stipulation, and awarding such further relief as the Court deems just and proper.

Respectfully Submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on March 1, 2017, I filed the foregoing pleading electronically through the CM/ECF System, and that a true and correct copy of the pleading was mailed via regular U.S. Mail, postage prepaid, to those on the attached creditor matrix.

/s/ Jeffrey E. Tate
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WYRICK LUMBER
PO BOX 30
Atoka, OK 74525-0030

~~William W. Kannel~~
~~Mintz Levin~~
~~One Financial Center~~
~~Boston, MA 02111-2657~~

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

~~LABORATORY SUPPLY CO~~
~~1951 BISHOP LANE~~
~~SUITE 300~~
~~Louisville, KY 40218~~

~~MEDLINE INDUSTRIES~~
~~DEPT 1080~~
~~PO BOX 121080~~
~~Dallas, TX 75312-1080~~

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

~~ATOKA FUNERAL~~
~~1000 WEST LIBERTY ROAD~~
~~Atoka, OK 74525~~

~~LAKE COUNTRY MEDICAL~~
~~702 S MISSISSIPPI~~
~~Atoka, OK 74525~~

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Oklahoma Tax Commission
NEED ADDRESS

(u)UMB Bank, National Association, solely as

(u)UMB Bank, solely as indenture trustee for

(u)United States ex rel Rural Housing Service

End of Label Matrix
Mailable recipients 209
Bypassed recipients 4
Total 213